

# CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF AIR METHODS CORPORATION

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## **PURPOSE**

The purpose of the Board Nominating and Governance Committee (the “Committee”) of the Board of Directors of Air Methods Corporation (the “Corporation”) is:

1. To assist the Board of Directors in defining and assessing qualifications for Board of Director membership and identify qualified individuals;
2. To assist the Board of Directors in organizing itself to discharge its duties and responsibilities properly and effectively;
3. To assist the Board of Directors in ensuring proper attention and effective response to stockholder concerns regarding corporate governance; and
4. To perform such other duties and responsibilities enumerated in and consistent with this Charter.

## **MEMBERSHIP AND PROCEDURES**

### **Membership and Appointment**

The Committee shall comprise such number of members of the Board of Directors, as shall be determined from time to time by the Board of Directors based on recommendations from the Committee, if any.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Committee.

### **Independence**

Each member of the Committee shall meet the independence and qualification requirements provided in the listing standards established by the self-regulatory organization or national securities exchange on which the Corporation’s securities are traded, any requirements established by the Board of Directors and any other applicable laws, rules and listing standards.

### **Resignation and Removal**

Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors.

### **Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board of Directors based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management of and information about the Corporation. Such Chairperson with the consent of the Committee shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

### **Secretary**

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board of Directors and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

### **Subcommittees**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep full and complete records of its proceedings and report the same to the Committee or the Board of Directors when required.

### **Authority to Retain Advisers**

In the course of its duties, the Committee shall have sole authority, at the Corporation’s expense, to retain and terminate consultants or search firms, as the Committee deems advisable, including the sole authority to approve the consultant or search firm’s fees and other retention terms.

## **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. Board of Directors and Board Committee Composition:
  - (a) Annually, the Committee shall assess the size and composition of the Board of Directors in light of the operating requirements of the Corporation and the responsibilities of the Board, and make recommendations to the Board on such matters.
  - (b) The Committee shall develop membership qualifications for members of the Board of Directors and all Board committees, including defining specific criteria for committee membership.
  - (c) The Committee shall monitor compliance with Board of Director and Board committee membership criteria.
  - (d) Annually, the Committee shall review and recommend Directors whose terms are due to expire and make recommendations to the Board as to their continued service based on evolving needs of the Corporation, Board responsibilities, qualifications of the Directors and in the best interests of the Corporation.
  - (e) In consultation with officers of the Corporation, the Committee shall coordinate and assist the Board of Directors in recruiting new members to the Board of Directors.
  - (f) The Committee shall investigate suggestions for candidates for membership on the Board of Directors and shall recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board of Directors, including stockholder nominations for the Board of Directors made in compliance with the Corporate Bylaws.
  - (g) Annually, upon consideration of the foregoing matters and in accordance with the Bylaws of the Corporation, the Committee shall recommend to the Board of Directors the persons to be nominated by management for election as directors at the Annual Meeting of Shareholders.
2. The Committee shall identify best practices and develop and recommend to the Board of Directors corporate governance principles applicable to the Corporation.
3. The Committee shall review proposed changes to the Corporation's charter or

by-laws, or Board committee charters, and make recommendations to the Board of Directors.

4. The Committee shall recommend to the Board of Directors, Board committee assignments and, upon consultation with the Chief Executive Officer, recommend appointment of corporate officers.
5. The Committee shall review and approve any employee Director standing for election for outside for-profit boards of directors.
6. The Committee shall review governance-related stockholder proposals and recommend to the Board of Director an appropriate response.
7. The Chairperson of the Committee shall receive interested-party communications directed to non-management Directors.

### **Amendment**

The Committee shall review this Charter annually and recommend to the Board of Directors any amendments that it determines to be desirable. The Charter and any provision contained herein may be amended in any manner or repealed by the Board of Directors.